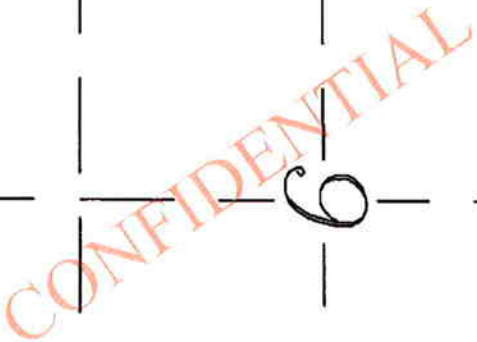


STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS AND MINING						FORM 3 AMENDED REPORT <input type="checkbox"/>				
APPLICATION FOR PERMIT TO DRILL						1. WELL NAME and NUMBER Vanterra Rush Lake #2				
2. TYPE OF WORK DRILL NEW WELL <input checked="" type="radio"/> REENTER P&A WELL <input type="radio"/> DEEPEN WELL <input type="radio"/>						3. FIELD OR WILDCAT WILDCAT				
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO						5. UNIT or COMMUNITIZATION AGREEMENT NAME				
6. NAME OF OPERATOR TIDEWATER OIL & GAS COMPANY, LLC						7. OPERATOR PHONE 303 468-0656 201				
8. ADDRESS OF OPERATOR 110 16th St Ste 1220, Denver, CO, 80202						9. OPERATOR E-MAIL jjones@tidewater-oil.com				
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) UTPV003B-TR1			11. MINERAL OWNERSHIP FEDERAL <input type="radio"/> INDIAN <input type="radio"/> STATE <input type="radio"/> FEE <input checked="" type="radio"/>			12. SURFACE OWNERSHIP FEDERAL <input type="radio"/> INDIAN <input type="radio"/> STATE <input type="radio"/> FEE <input checked="" type="radio"/>				
13. NAME OF SURFACE OWNER (if box 12 = 'fee') Charles H. Esplin & Sons Land & Livestock Company						14. SURFACE OWNER PHONE (if box 12 = 'fee') 435-586-8609				
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') 138 North 500 West, Cedar City, UT 84720						16. SURFACE OWNER E-MAIL (if box 12 = 'fee') jonswenson55@yahoo.com				
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')			18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input type="radio"/> (Submit Commingling Application) NO <input checked="" type="radio"/>			19. SLANT VERTICAL <input checked="" type="radio"/> DIRECTIONAL <input type="radio"/> HORIZONTAL <input type="radio"/>				
20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN				
LOCATION AT SURFACE	667 FNL 2015 FWL	NENW	9	34.0 S	11.0 W	S				
Top of Uppermost Producing Zone	667 FNL 2015 FWL	NENW	9	34.0 S	11.0 W	S				
At Total Depth	667 FNL 2015 FWL	NENW	9	34.0 S	11.0 W	S				
21. COUNTY IRON			22. DISTANCE TO NEAREST LEASE LINE (Feet) 1025			23. NUMBER OF ACRES IN DRILLING UNIT 40				
			25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 516			26. PROPOSED DEPTH MD: 5000 TVD: 5000				
27. ELEVATION - GROUND LEVEL 5384			28. BOND NUMBER 3-943-1262-4874			29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE Enoch City Corp System #11004				
Hole, Casing, and Cement Information										
String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight
Cond	20	16	0 - 40	65.0	H-40 ST&C	8.3	Halliburton Light , Type Unknown	60	2.08	12.8
Surf	12.25	8.625	0 - 500	24.0	J-55 ST&C	9.0	Halliburton Light , Type Unknown	192	2.08	12.8
Prod	7.875	5.5	0 - 5000	15.5	K-55 LT&C	9.5	Halliburton Light , Type Unknown	375	2.08	12.8
ATTACHMENTS										
VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES										
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER					<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN					
<input type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)					<input checked="" type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER					
<input type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)					<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP					
NAME Walter Lowry				TITLE Engineer			PHONE 303 884-5505			
SIGNATURE				DATE 05/20/2010			EMAIL wlowry@tidewater-oil.com			
API NUMBER ASSIGNED 43021500010000					APPROVAL					

Township 34 South



GPS Measured

2. UTM and Latitude / Longitude Coordinates are derived using a GPS Pathfinder and are shown in NAD 27 Datum.

LAT / LONG
37°51'59" N
113°05'51" W

Proposed Drill Hole located in the NE/4 NW/4 of Section 9, T34S, R11W, S.L.B.&M., being South 666.81' from North Line and East 2014.70' from West Line of Section 9, T34S, R11W, Salt Lake Base and Meridian.



E-Mind technology.net



GRAPHIC SCALE

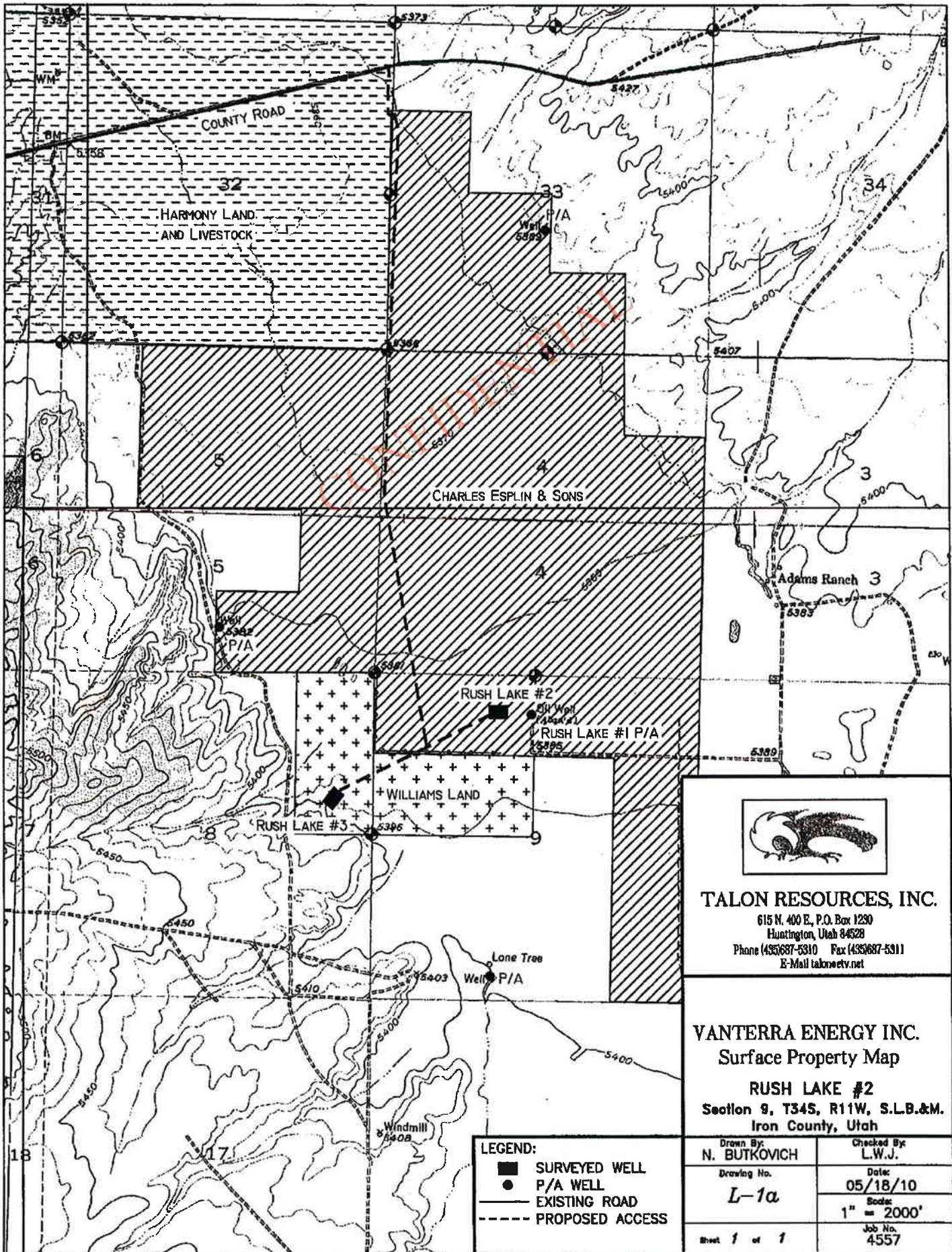


0 500' 1000'

(IN FEET)

1 inch = 1000ft.

Drawn By N. BUTKOVICH	Checked By L.W.J./M.R.
Drawing No. A-1	Date 05/17/10
	Scale 1" = 1'000'
Sheet 1 of 4	Job No. 4557



TALON RESOURCES, INC.

615 N. 400 E., P.O. Box 1230
Huntington, Utah 84528
Phone (435) 687-5310 Fax (435) 687-5311
E-Mail talon@tvc.net

VANTERRA ENERGY INC.

Surface Property Map

RUSH LAKE #2

Section 9, T34S, R11W, S.L.B.&M.
Iron County, Utah

LEGEND:

- SURVEYED WELL
- P/A WELL
- EXISTING ROAD
- - - PROPOSED ACCESS

Drawn By:
N. BUTKOVICH

Drawing No.

L-1a

Sheet 1 of 1

Checked By:
L.W.J.

Date:
05/18/10

Scale:
1" = 2000'

Job No.
4557